

SEP 07 '07 -2 5 5 PM

SURFACE TRANSPORTATION BOARD

September 7, 2007

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Texas Competitive Electric Holdings Company
Termination of Lease

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Lease dated as of September 7, 2007, between Texas Competitive Electric Holdings Company LLC (formerly TXU Energy Company LLC and permitted assignee under the Lease to TXU Electric Company), as lessee ("*Lessee*") and Dresdner Kleinwort Leasing Inc. (formerly known as Dresdner Kleinwort Wasserstein Leasing Inc., the successor to Dresdner Kleinwort Benson North America Leasing, Inc.), as agent lessor ("*Agent Lessor*").

The enclosed document relates to the Lease, dated as of November 1, 1999, between the Lessee and the Agent Lessor which was recorded (or a memorandum of which was recorded) with the Surface Transportation Board on November 17, 1999 at 11:00 A.M. under recordation number 22525.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Texas Competitive Electric Holdings Company
1601 Bryan Street
Dallas, Texas 75201

Agent Lessor: Dresdner Kleinwort Leasing Inc.
1301 Avenue of the Americas
New York, New York 10019

The equipment covered by the aforesaid Termination of Lease consists of all railcars previously on file and subject to the Lease, as the same may have been supplemented, modified or amended.

A short summary of the document to appear in the index follows:

Termination of Lease between Texas Competitive Electric Holdings Company LLC (formerly TXU Energy Company LLC and permitted assignee under the Lease to TXU Electric Company), as lessee and Dresdner Kleinwort Leasing Inc. (formerly known as Dresdner Kleinwort Wasserstein Leasing Inc., the successor to Dresdner Kleinwort Benson North America Leasing, Inc.), as agent lessor .

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (212-603-2179).

Sincerely,

THELEN REID BROWN RAYSMAN & STEINNER
LLP

BY


Liz Qually

Enclosures

SEP 07 '07 -2 55 PM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE is made and entered into as of September 7, 2007 by and between Texas Competitive Electric Holdings Company LLC (formerly TXU Energy Company LLC and permitted assignee under the Lease (as defined below) to TXU Electric Company), as lessee ("*Lessee*") and Dresdner Kleinwort Leasing Inc. (formerly known as Dresdner Kleinwort Wasserstein Leasing Inc., the successor to Dresdner Kleinwort Benson North America Leasing, Inc.), as agent lessor ("*Agent Lessor*"):

1. The Lessee and the Agent Lessor have heretofore entered into that certain Lease dated as of November 1, 1999 (as amended, supplemented or modified to date, the "*Lease*") by which the Agent Lessor leased certain railcars to the Lessee ("*Railcars*"). The Lease (or a memorandum of which was recorded) was duly recorded with the Surface Transportation Board on November 17, 1999 at 11:00 A.M. under recordation number 22525. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof and the Agent Lessor hereby releases and terminates its Liens on the Railcars.

3. This Termination of Lease shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.

DRESDNER KLEINWORT LEASING INC., not in
its individual capacity, but solely as Agent
Lessor

By: Will Donohue
Name: William Donohue
Title: Director

Executed on this 7th day of September, 2007.

By: [Signature]
Name: Steve Horowitz
Title: Vice President

Executed on this 7th day of September, 2007.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS.:

On this, the ___ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared WILLIAM DONOHUE, who being by me duly sworn, says that (s)he is the DIRECTOR of DRESDNER KLEINWORT LEASING INC., that said instrument was signed on September ___, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Karen A. Piaggione
Name:
Notary Public
My Commission Expires: March 6, 2011
Residing in 1301 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS.:

KAREN A. PIAGGIONE
Notary Public, State of New York
No. 01PI5040281
Qualified in Queens County
Certificate Filed in New York County
Commission Expires 3/6/11

On this, the ___ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared STEVEN HOROWITZ, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of DRESDNER KLEINWORT LEASING INC., that said instrument was signed on September ___, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Karen A. Piaggione
Name:
Notary Public
My Commission Expires: March 6, 2011
Residing in 1301 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019

KAREN A. PIAGGIONE
Notary Public, State of New York
No. 01PI5040281
Qualified in Queens County
Certificate Filed in New York County
Commission Expires 3/6/11

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TEXAS COMPETITIVE ELECTRIC HOLDINGS
COMPANY LLC, as Lessee

By: 

Name: Greg Wilks

Title: Assistant Treasurer

Executed on this 1st day of September, 2007.

STATE OF TEXAS)
)
COUNTY OF DALLAS) SS.:

On this, the 7th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Greg Wilks, who being by me duly sworn, says that ~~(s)~~he is the Assistant Treasurer of TEXAS COMPETITIVE ELECTRIC HOLDINGS COMPANY LLC, that said instrument was signed on September 7th, 2007 on behalf of said limited liability company by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Julia Laxson
Name
Notary Public
My Commission Expires:
Residing in Dallas, Texas

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 6, 2007



Edward M. Luria